

**EXHIBIT E**  
**ARTICLES OF INCORPORATION**  
**OF**  
**[NEW LIFEWISE HEALTH PLAN OF WASHINGTON CORP.]**

**ARTICLE I**  
**NAME**

The name of this corporation is [New LifeWise Health Plan of Washington Corp.]

**ARTICLE II**  
**CAPITAL STOCK**

**Section 1** The total number of shares of all classes of stock which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock, no par value per share (the “**Common Stock**”).

**Section 2** The shares of stock of this corporation may be issued by this corporation from time to time for such consideration as from time to time may be fixed by the Board of Directors of this corporation; and all issued shares of the capital stock of this corporation shall be deemed fully paid and non-assessable. The Board of Directors may authorize the issuance of some or all of the shares of Common Stock without certificates. Within a reasonable time after the issuance or transfer of shares without certificates, the corporation shall send the shareholders a written statement of the information required on certificates by the Washington Business Corporation Act (the “**Act**”). Said statement shall be informational to the shareholder, and not incontrovertible evidence of stock ownership. The statement shall be signed by original or facsimile signature of two officers of the corporation. Transfer of uncertificated shares of stock may be accomplished by delivery of an assignment in writing or by a written power of attorney to assign and transfer the same on the books of the corporation, signed by the record holder of the shares. Surrender of the written statement shall not be a requirement for transfer of the shares so represented.

**ARTICLE III**  
**DIRECTORS**

**Section 1 General Powers of Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by the Articles of Incorporation.

**Section 2 Number.** The number of directors shall be determined in accordance with the Bylaws of the corporation.

## **ARTICLE IV PREEMPTIVE RIGHTS**

Shareholders of this corporation have no preemptive rights to acquire additional shares of stock or securities convertible into shares of stock issued by the corporation.

## **ARTICLE V CUMULATIVE VOTING**

Shareholders of this corporation shall not have the right to cumulate votes in the election of directors.

## **ARTICLE VI LIMITATION OF DIRECTOR LIABILITY**

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for:

- (a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;
- (b) Conduct violating RCW 23B.08.310; or
- (c) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. The provisions of this Article shall be deemed to be a contract with each director and officer of the corporation who serves as such at any time while such provisions are in effect and each director and officer entitled to the benefits hereof shall be deemed to be serving as such in reliance on the provisions of this Article. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

## **ARTICLE VII INDEMNIFICATION OF DIRECTORS**

**Section 1** The corporation shall indemnify its directors to the full extent permitted by applicable law. The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

**Section 2** The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements implementing these provisions as may be permitted by law, including the purchase and maintenance of insurance. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

**Section 3** No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

## **ARTICLE VIII TRANSACTIONS IN WHICH DIRECTORS HAVE AN INTEREST**

Any contract or other transaction between this corporation and one or more of its directors, or between this corporation and any corporation, firm, association or other entity of which one or more of its Directors are shareholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, by voting or otherwise even though his or their presence or vote, or both, might have been necessary to obligate this corporation upon such contract or transaction; provided, that the transaction is fair to the corporation at the time it is authorized, approved, or ratified.

## **ARTICLE IX AMENDMENT**

Unless otherwise provided herein, the provisions of these Articles may be repealed or amended only upon the affirmative vote of the holders of not less than a majority of the outstanding voting shares of this corporation.

## **ARTICLE X REGISTERED OFFICE AND AGENT**

The street address of the registered office of the corporation is 701 Fifth Avenue, Suite 5000, Seattle, Washington 98104-7078, and the name of the registered agent at such address is PTSGE Corp.

**ARTICLE XI  
INCORPORATOR**

The name and address of the incorporator is:

*[insert name of specified corporate official as incorporator]*

The undersigned incorporator has signed these Articles of Incorporation in duplicate on \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_  
Incorporator

## **CONSENT TO SERVE AS REGISTERED AGENT**

PTSGE Corp. hereby consents to serve as Registered Agent in the State of Washington for [New LifeWise Health Plan of Washington Corp.], PTSGE Corp. acknowledges that as agent for the corporation, PTSGE Corp. will be responsible for receiving service of process in the name of the corporation; forwarding all mail to the corporation; and immediately notifying the Office of the Secretary of State in the event of PTSGE Corp.'s resignation, or of any changes in the registered office of the corporation for which PTSGE Corp. is agent.

DATED: \_\_\_\_\_, 200\_.

PTSGE CORP.

By \_\_\_\_\_  
Dorothy A. Nelson  
Vice President

Registered address:  
701 Fifth Avenue, Suite 5000  
Seattle, WA 98104-7078